

EXHIBIT 13

1 UNITED STATES DISTRICT COURT

2 SOUTHERN DISTRICT OF NEW YORK

3
4 YASMIN MOHAMED p/k/a YASMINAH,)

5 Plaintiff,)

6 vs.)

Case No.)

7 ABEL MAKKONEN TESFAYE p/k/a THE)

WEEKND; GUILLAUME EMMANUEL DE)

8 HOMEM-CHRISTO and THOMAS BANGALTER))

p/k/a DAFT PUNK; MARTIN MCKINNEY)

9 p/k/a DOC; HENRY WALTER p/k/a)

CIRKUT; JASON QUENNEVILLE p/k/a)

10 DAHEALA, XO RECORDS, LLC; REPUBLIC))

RECORDS; UNIVERSAL MUSIC GROUP;)

11 WILLIAM USCHOLD p/k/a WILL U;)

TYRONE DANGERFIELD p/k/a TABOO!!;)

12 SQUAD MUSIC GROUP; and DOES 1-10,)

13 Defendants.)

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16 Deposition of JON PAYNE AS PERSON MOST

17 KNOWLEDGEABLE FOR THE WEEKEND XO, LLC, taken

18 on behalf of the Plaintiff, at 8383 Wilshire

19 Boulevard, Suite 1038, Beverly Hills,

20 California, commencing at 2:05 P.M. on

21 Monday, December 3, 2018, before SHANNA GRAY,

22 Certified Shorthand Reporter, Certificate No.

23 13690.

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25

1 the testimony of The Weeknd XO, LLC. That's just the
2 testimony of Mr. Payne.

3 BY MR. LEFAN:

4 Q. And so is there any difference between The Weeknd
5 XO --

6 MR. LEFAN: Was there a question pending before
7 Mr. Anderson...

8 THE COURT REPORTER: Let me check. No.

9 BY MR. LEFAN:

10 Q. Okay. Is there any difference between The Weeknd
11 XO, LLC and XO Records, LLC?

12 A. Yes, there would be a difference.

13 Q. Okay.

14 A. Or there is a difference.

15 Q. Please explain the difference between The
16 Weeknd XO, LLC and XO Records, LLC.

17 A. Well, they are two separate legal entities.

18 Q. What is the purpose of The Weeknd XO, LLC?

19 A. The Weeknd XO, LLC was set up on or around --
20 sometime in 2016 because Abel qualified to be a U.S. tax
21 resident, okay. And the entity was set up so that new
22 deals could be contracted through The Weeknd XO, LLC.

23 Q. And what is XO Records, LLC?

24 A. XO Records is a separate legal entity as I
25 mentioned. And I think Weeknd XO Records is a joint

1 partnership, if you will, between Abel and I think Abel
2 has 51 percent interest in the entity, and there are some
3 others as well that have an interest in that entity.

4 Q. And who are those others?

5 A. I'm not sure who the other parties are.

6 Q. Would you be able to supply that information
7 easily?

8 A. I could ask, sure.

9 Q. Okay. And would you get me that information when
10 you have it?

11 A. Yes. I'll clarify that.

12 Q. So regarding The Weeknd XO, LLC, you mentioned
13 that was formed in 2016. Is that solely owned by
14 Mr. Tesfaye?

15 A. Yes, it is.

16 Q. And that was created mostly for tax purposes,
17 correct?

18 MR. ANDERSON: Objection as to form.

19 THE WITNESS: It was created because Abel was
20 considered a tax -- a U.S. tax resident. And, thus, it
21 meant that he would contract through The Weeknd XO, LLC as
22 opposed to any other entity that he may own or control.

23 BY MR. LEFAN:

24 Q. Is it sort of akin to a loan-out company?

25 A. Correct.

1 **Q.** And Stuart Prager is also in New York, the other
2 attorney for The Weeknd?

3 **A.** I believe so, yes.

4 **Q.** And is the Joe who we don't know the last name
5 to, are they also in New York?

6 **A.** Yes, I believe so.

7 **Q.** Have you ever dealt with any of The Weeknd's
8 attorneys that were not in New York?

9 **A.** I believe The Weeknd had an attorney -- I think
10 the last name was Shalinger [sic] based in Canada early on
11 before he went to Grubman in New York.

12 **Q.** Okay. So now all of his -- all of his deals are
13 transacted in New York?

14 MR. ANDERSON: Objection as to form.
15 Mischaracterizes the testimony. It's also --

16 MR. LEFAN: Peter, that would -- given the rules,
17 there's no need for any speaking objections.

18 THE WITNESS: When you say transacted in
19 New York, can you be more specific with that description?

20 MR. LEFAN: Can you read back the question.

21 (The record was read back by the reporter as
22 follows: "QUESTION: So now all of his deals are
23 transacted in New York?")

24 MR. ANDERSON: Same objection.

25 THE WITNESS: All of his deals, as I understand

1 it, you know, are negotiated by attorneys at a law firm
2 based out of New York.

3 BY MR. LEFAN:

4 Q. Let's go ahead and go to Exhibit 3 -- actually
5 I'm sorry. Strike that.

6 Let's go to Exhibit 5. Give everybody an
7 opportunity to grab Exhibit 5 as it's been previously
8 marked from Mr. Tesfaye and Mr. Quenneville's deposition.

9 Have you ever seen Exhibit 5 before, Mr. Payne?
10 And please take your time getting the exhibit and
11 reviewing it.

12 A. I have seen this before.

13 Q. And how had you come to see this document before?

14 A. I believe I received it from either someone in my
15 firm or from Shalinsky when Abel Tesfaye came on board as
16 a client.

17 Q. So this was already negotiated and this came with
18 the client, this document Exhibit 5; is that correct?

19 A. Yes, correct.

20 Q. And why did you come to review this document,
21 Exhibit 5, Mr. Payne?

22 A. I oversee all of the royalty activity for our
23 clients, and this is a royalty-bearing agreement.

24 Q. Okay. And if you would please turn to -- the
25 original document, I believe, is page 45. It's been

1 BY MR. LEFAN:

2 Q. You don't know if The Weeknd XO, LLC has any
3 contacts in New York; is that correct?

4 MR. ANDERSON: Objection as to form. What do you
5 mean by contacts?

6 MR. LEFAN: I'm -- I believe there's a question
7 pending.

8 THE WITNESS: Yeah, I need clarity as to
9 contacts.

10 BY MR. LEFAN:

11 Q. Okay. You don't know what contacts means; is
12 that your testimony?

13 A. In this context, I would like to know what
14 contacts means.

15 Q. Okay. Let's turn to Exhibit 15, please. Do you
16 have Exhibit 15, Mr. Payne?

17 A. Not yet. Trying to find it.

18 Q. No rush, thank you.

19 A. Okay. I'm looking at Exhibit 15.

20 Q. Thank you, Mr. Payne. Turning your attention,
21 please, to the first page, not the cover page. It's
22 Bates-stamped 87 in the bottom right corner. Is this a
23 lease agreement between Courtney Management, LLC, 928
24 Broadway, New York, New York, and The Weeknd XO US, LLC?

25 A. Yes, it is.

1 STATE OF CALIFORNIA)
2) SS.
3 COUNTY OF LOS ANGELES)

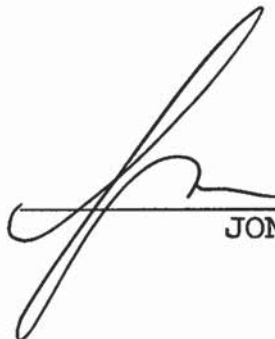
4 I, the undersigned, JON PAYNE, after solemnly
5 stating, under penalty of perjury, that the evidence given
6 in this issue or matter shall be the truth, the whole
7 truth, and nothing but the truth, say:

8 I have read the foregoing deposition and know
9 the contents thereof, and I certify the same is true of my
10 own knowledge, except as to those matters which are
11 therein stated upon my information and belief, and as to
12 those matters, I believe to be true.

13 I declare under penalty of perjury that the
14 foregoing is true and correct.

15 Executed on DECEMBER 6TH, 2018,
16 at LOS ANGELES,
17 California.

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JON PAYNE

DEPOSITION ERRATA SHEET

Page No. 12 Line No. 25

Change: "WEEKND XO RECORDS" TO "XO RECORDS"

Reason for change: TRANSCRIPT ERROR OR MISPOKE

Page No. 23 Line No. 10

Change: "SHALINGER" TO "SHALINSKY"

Reason for change: MISPOKE

Page No. 25 Line No. 16

Change: REMOVE "UNIVERSAL MUSIC CANADA"

Reason for change: MISPOKE

Page No. 35 Line No. 4

Change: "I DON'T KNOW" TO "I DON'T KNOW, HERE AND ELSEWHERE, I MEANT THAT AFTER CHECKING IN PREPARATION FOR MY DEPOSITION THERE WAS NO INFORMATION INDICATING THAT WHAT WAS ASKED WAS TRUE OR HAD OCCURRED"

Reason for change: CLARIFICATION

Page No. _____ Line No. _____

Change: _____

Reason for change: _____

Page No. _____ Line No. _____

Change: _____

Reason for change: _____

Page No. _____ Line No. _____

Change: _____

Reason for change: _____



JON PAYNE

12/06/18

DATED

